

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): _____ Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Scenery Journey Limited

2. Debtor's unique identifier

For non-individual debtors:

☐ Federal Employer Identification Number (EIN) ____ - ____ - ____

☒ Other 1970476. Describe identifier: British Virgin Islands registration number

For individual debtors:

☐ Social Security number: xxx - xx- ____ - ____

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - ____ - ____

☐ Other _____. Describe identifier _____.

3. Name of foreign representative(s)

Anna Silver

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

Scheme proceedings under section 179A of the BVI Business Companies Act, 2004

5. Nature of the foreign proceeding

Check one:

- ☒ Foreign main proceeding
☐ Foreign nonmain proceeding
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- ☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- ☒ Yes
☐ No (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)

Debtor Scenery Journey Limited
Name

Case number (if known) _____

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

British Virgin Islands

Debtor's registered office:

Vistra Corporate Services Centre

Number Street

Wickhams Cay II

P.O. Box

Road Toan, Tortola

City State/Province/Region ZIP/Postal Code

British Virgin Islands

Country

Individual debtor's habitual residence:

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

Address of foreign representative(s):

FFP (BVI) Limited
2nd Floor Water's Edge Building
Wickham's Cay II

Number Street

P.O. Box

Road Town, Tortola

City State/Province/Region ZIP/Postal Code

British Virgin Islands

Country

10. Debtor's website (URL)

https://www.evergrande.com

11. Type of debtor

Check one:

- ☒ Non-individual (check one):
 - ☐ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
 - ☐ Partnership
 - ☒ Other. Specify: A limited liability company incorporated under the laws of the British Virgin Islands
- ☐ Individual

Scenery Journey Limited

Debtor

Name

Case number (if known)

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____


13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

x 
Signature of foreign representative

Anna Silver

Printed name

Executed on 08/17/2023
MM / DD / YYYY

x _____
Signature of foreign representative

Printed name

Executed on _____
MM / DD / YYYY

14. Signature of attorney

x 
Signature of Attorney for foreign representative

Date

8/17/2023
MM / DD / YYYY

Anthony Grossi

Printed name

Sidley Austin LLP

Firm name

787 Seventh Avenue

Number Street

New York

City

NY

State

10019

ZIP Code

(212) 839-5599

Contact phone

agrossi@sidley.com

Email address

4832291

Bar number

NY

State

Exhibit A

Convening Order



Case Number :BVIHCOM2023/0076

**THE EASTERN CARIBBEAN SUPREME COURT
IN THE HIGH COURT OF JUSTICE
BRITISH VIRGIN ISLANDS
COMMERCIAL DIVISION
CLAIM NO.: BVIHCOM2023/0076
IN THE MATTER OF SCENERY JOURNEY LIMITED**

Submitted Date:02/08/2023 10:41

Filed Date:02/08/2023 10:41

Fees Paid:72.59

AND IN THE MATTER OF S. 179A OF THE BVI BUSINESS COMPANIES ACT 2004

BETWEEN:

SCENERY JOURNEY LIMITED

Claimant

and

SCENERY JOURNEY LIMITED

Defendant

CONVENING DIRECTIONS ORDER

BEFORE: The Honourable Justice Ingrid Mangatal (Ag)

DATED: 24 July 2023

ENTERED: 2 August
July 2023

UPON the claim of Scenery Journey Limited (the "**Company**") by Fixed Date Claim Form dated 26 April 2023 (the "**Claim**")

AND UPON reading the First Affirmation of Chen Daiping and the First Affirmation of Hui Ka Yan, and the exhibits thereto

AND UPON HEARING Leading Counsel, Mr Tom Smith KC, for the Company, and with him Paul Fradley and Henry Phillips of counsel, and Matthew Freeman and Scott Tolliss of Maples and Calder; and Leading Counsel, David Allison KC, for the Ad Hoc Group of creditors, and with him Peter Ferrer of Harneys

AND UPON the Court being satisfied that it has jurisdiction in relation to the Scheme (as defined below) on the basis that the Company is a "company" within section 179A of the BVI Business Companies Act 2004

AND UPON the basis that all capitalised terms not otherwise defined in this Order shall have the meaning given to them in the draft scheme of arrangement (the "**Scheme**") and the draft explanatory statement in relation to the Scheme (the "**Explanatory Statement**"), in the form exhibited in Exhibit HKY-1 to the First Affirmation of Hui Ka Yan

IT IS HEREBY ORDERED AND DIRECTED THAT:

1. The Company has permission to convene a single meeting (the "**Scheme Meeting**") of certain of its creditors (the "**Scheme Creditors**") for the purpose of considering and, if thought fit, approving the Scheme.
2. The Scheme Meeting will take place at 9 am (BVI time) on 22 August 2023 at the offices of Maples and Calder, 5th Floor, Ritter House, Road Town, Tortola, British Virgin Islands.
3. Attendance and voting at the Scheme Meeting will also be possible by video conference, using details which will be published on the Transaction Website at least 21 days before the day appointed for the Scheme Meeting and the meeting passcode notified to Scheme Creditors who are not Blocked Scheme Creditors by the Information Agent at least 2 business days before the day appointed for the Scheme Meeting.
4. GLAS Specialist Services Limited] ("**GLAS**") will provide Blocked Scheme Creditors with the details of how to attend and vote at the Scheme Meeting as soon as reasonably practicable once the Company becomes aware of any such creditor and will notify such Blocked Scheme Creditors of the meeting passcode at least 2 business days before the day appointed for the Scheme Meeting.
5. The Chairperson (as defined below) may require Scheme Creditors attending the Scheme Meeting by video conference to turn on their camera throughout the Scheme Meeting and to log on to the video conference using their full name (as registered with the Information Agent) and the creditor identified number provided to them by the Information Agent prior to the Scheme Meeting.

6. The Company has permission to set a record time of 5 am (BVI time) on 18 August 2023 (the "**Voting Record Time**") for the purpose of determining each Scheme Creditor's Voting Scheme Claim. The Voting Scheme Claims as at the Voting Record Time determine the number of votes to be assigned to a Scheme Creditor when voting on the Scheme at the Scheme Meeting.
7. The Company has permission to set the Voting Record Time as the latest time by which (a) the Information Agent must receive a valid Non-Blocked Scheme Creditor Form (as defined below) from Scheme Creditors who are not Blocked Scheme Creditors, and (b) GLAS must receive a valid Blocked Scheme Creditor Form (as defined below) from Blocked Scheme Creditors in order for the Scheme Creditors' voting instructions to be taken into account for the purposes of the Scheme Meeting.
8. Notice of the Scheme Meeting ("**Scheme Meeting Notice**") shall be given to Scheme Creditors not less than 21 days before the Scheme Meeting:
 - a. by notice on the Transaction Website;
 - b. by announcement on the website of The Stock Exchange of Singapore Limited;
 - c. for certain Scheme Creditors identified in the First Affidavit of Damian Watkin, by the Information Agent giving notice through the Clearing Systems in accordance with the procedures described therein; and
 - d. by the Information Agent sending the notice via email to each person who the Company believes is or may be a Scheme Creditor (other than Blocked Scheme Creditors), and for whom the Company has a valid e-mail address.
9. GLAS will give a Scheme Meeting Notice to any Blocked Scheme Creditors by email (i) not less than 21 days before the Scheme Meeting to the extent the Company is aware of any Blocked Scheme Creditors and their email addresses at that time or (ii) as soon as reasonably practicable after the Company becomes aware of the existence of a Blocked Scheme Creditor and their email details.
10. The Scheme Meeting Notice shall be in substantially the same form as that appended to the Explanatory Statement exhibited in Exhibit HKY-1 to the First Affirmation of Hui Ka Yan.

11. When distributing the Scheme Meeting Notice in accordance with paragraphs 8 and 9 above, the Information Agent (or GLAS, in the case of Blocked Scheme Creditors) shall also include a copy of the final form of the Explanatory Statement (or links to the Transaction Website where it can be accessed), which contains, amongst other things, the Scheme at Schedule 4.
12. On the same date as distributing the Scheme Meeting Notice in accordance with paragraph 8 above, the Information Agent shall post a Solicitation Packet including:
 - a. the Account Holder Letter and a Scheme Creditor Proxy Form (each a "**Non-Blocked Scheme Creditor Form**"), including the forms of proxy and appendices contained therein; and
 - b. the "**Blocked Scheme Creditor Form**", including the form of proxy contained therein,on the Transaction Website together with copies of any other relevant documents.
13. The final form of the Explanatory Statement and its schedules shall be substantially in the same form exhibited in Exhibit HKY-1 to the First Affirmation of Hui Ka Yan (save for where the schedules were not available at the time of the First Affirmation of Hui Ka Yan).
14. The accidental omission to serve any Scheme Creditor with the Scheme Meeting Notice, or the non-receipt by any Scheme Creditor of the Scheme Meeting Notice, shall not invalidate the proceedings at the Scheme Meeting.
15. Miss Anna Silver, in her capacity as Scheme Supervisor, or, failing that, another representative of FFP (BVI) Limited nominated by her, be appointed Chairperson of the Scheme Meeting (the "**Chairperson**") on behalf of the Company.
16. The Chairperson be entitled to accept, without further investigation, the signature on any Non-Blocked Scheme Creditor Form or Blocked Scheme Creditor Form, as applicable, as being genuine and as authority of the signatory to cast the votes in accordance with the instructions outlined in the Non-Blocked Scheme Creditor Form or Blocked Scheme Creditor Form, as applicable, and the Solicitation Packet.
17. The Chairperson be responsible for determining, in accordance with the relevant provisions in the Explanatory Statement, the Voting Scheme Claim of any Scheme

Creditor and the validity of the appointment of any person permitted to act as proxy for a Scheme Creditor by reference to the information provided in each Non-Blocked Scheme Creditor Form or Blocked Scheme Creditor Form, as applicable.

18. The Chairperson be at liberty to accept any Non-Blocked Scheme Creditor Form or Blocked Scheme Creditor Form, as applicable, and the amount of a Voting Scheme Claim in respect of which a Scheme Creditor seeks to vote, notwithstanding that such form has not been completed or submitted in accordance with any instructions contained therein or has been submitted after the deadline provided for by paragraph 7, provided that the Chairperson considers that the information contained therein is sufficient to admit that Scheme Creditor's Voting Scheme Claim for voting purposes.
19. Any person validly appointed as proxy for a Scheme Creditor in accordance with the instructions set out in the Non-Blocked Scheme Creditor Form or Blocked Scheme Creditor Form, as applicable, and the Solicitation Packet may attend and speak at Scheme Meeting.
20. The Chairperson be at liberty to adjourn the Scheme Meeting, or terminate the Scheme Meeting and adjourn to a later date, in his or her sole discretion, provided that, if adjourned, the Scheme Meeting will recommence as soon as reasonably practicable thereafter. In the event that the Chairperson considers in her sole discretion that it is necessary or appropriate to adjourn the Scheme Meeting, the Company shall cause the Scheme Creditors to be notified that there is an adjournment of the Scheme Meeting and as to the time of the adjourned Scheme Meeting as soon as practicable and in the same manner as notice was given to the Scheme Creditors pursuant to paragraph 8.
21. The Chairperson be permitted to declare and announce the results of the Scheme Creditors' votes in respect of the Scheme, either during the Scheme Meeting or as soon as reasonably possible after the conclusion of the Scheme Meeting.
22. Within seven days of the Scheme Meeting, the Chairperson shall provide to the Court a report on the proceedings at and the result of the Scheme Meeting.
23. If the Scheme is approved at the Scheme Meeting by the required statutory majorities, the Claim is adjourned to a further hearing on 4 September 2023 at 10 am for the Court to consider the sanction of the Scheme.

24. There shall be liberty to apply generally.


BY THE REGISTRAR

**THE EASTERN CARIBBEAN SUPREME
COURT
IN THE HIGH COURT OF JUSTICE
BRITISH VIRGIN ISLANDS
COMMERCIAL DIVISION
Claim No: BVIHCOM2023/0076
IN THE MATTER OF SCENERY JOURNEY
LIMITED
AND IN THE MATTER OF AND IN THE
MATTER OF S. 179A OF THE BVI BUSINESS
COMPANIES ACT 2004**

BETWEEN:

SCENERY JOURNEY LIMITED

Claimant

and

SCENERY JOURNEY LIMITED

Defendant

CONVENING ORDER

Maples and Calder

5th Floor

Ritter House

PO Box 173

Road Town, Tortola

British Virgin Islands

(Ref:MFX/621262/000107)

Tel: +1 284-852-3000

Fax: +1 284-852-3097

Legal Practitioners for the Claimant

Exhibit B

**Statements of Foreign
Representative Required by Section 1515(c) of the
Bankruptcy Code and Rule 1007(a)(4) of the Fed. R. of Bankr. P.**

SIDLEY AUSTIN LLP

Anthony Grossi
Ameneh Bordi
Juliana Hoffman* (*pro hac vice* pending)
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300
Facsimile: (212) 839-5599
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abordi@sidley.com
jhoffman@sidley.com

Counsel to the Foreign Representative
**Admitted only in Texas*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

China Evergrande Group, *et al.*¹

Debtors in Foreign Proceedings.

Chapter 15

Case No. 23-_____()

**STATEMENTS OF SCENERY JOURNEY
FOREIGN REPRESENTATIVE REQUIRED
BY SECTION 1515(c) OF THE BANKRUPTCY CODE AND
RULE 1007(a)(4) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

By and through her undersigned counsel, Ms. Anna Silver, in her capacity as the authorized foreign representative (the “Scenery Journey Foreign Representative”)² for Scenery Journey

¹ The Debtors in these Chapter 15 Cases are (i) China Evergrande Group, incorporated in the Cayman Islands as an exempted company with limited liability with the registration number 170388, with its principal place of business located at 15th Floor, YF Life Centre, 38 Gloucester Road, Wanchai, Hong Kong; (ii) Tianji Holding Limited, incorporated in Hong Kong as a limited liability company with the registration number 1339269, with its principal place of business located at 17th Floor, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong; and (iii) Scenery Journey Limited, incorporated in the British Virgin Islands (“BVI”) as a limited liability company with the company number 1970476, with its principal place of business located at 2nd Floor Water’s Edge Building, Wickham’s Cay II, Road Town, Tortola, BVI.

² Capitalized terms used but not otherwise defined are given their meaning in *Motion for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representatives, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code*, filed contemporaneously herewith (the “Recognition Motion”).

Limited (“Scenery Journey”) which is subject to a restructuring proceeding entitled *In the Matter of Scenery Journey Limited* (the “Scenery Journey BVI Proceeding”), concerning a scheme of arrangement between Scenery Journey and certain Scheme Creditors, pursuant to section 179A of the BVI Business Companies Act, 2004 (the “BVI Companies Act”) and currently pending before the High Court of the Eastern Caribbean Supreme Court (the “BVI Court”) (Case Number BVIHCOM 2023/0076), respectfully submits these lists pursuant to rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and makes the following statements required by section 1515(c) of title 11 of the United States Code (the “Bankruptcy Code”):

A. Corporate Ownership Statement Required by Bankruptcy Rules 1007(a)(4)(A) and 7007.1

After conducting a good-faith inquiry, the Scenery Journey Foreign Representative is aware of the following corporations, other than governmental units, that directly or indirectly own ten percent (10%) or more of any class of Scenery Journey’s equity interests and the Scenery Journey Foreign Representative has not received any notification otherwise that would lead her to believe that the same is not true as of the date of this schedule except as specifically described herein:

- Tianji Holding Limited (100%)³

B. Statement Required by Bankruptcy Code Section 1515(c)

The Scenery Journey Foreign Representative submits that there is no foreign proceeding (as that term is defined in section 101(23) of the Bankruptcy Code) with respect to Scenery Journey known to her other than the Scenery Journey BVI Proceeding.

³ Tianji Holding Limited is a direct wholly-owned subsidiary of Hengda Real Estate Group Company Limited, which is an indirect majority-owned subsidiary of China Evergrande Group.

C. Administrators in Foreign Proceeding Concerning the Debtor

The Scenery Journey Foreign Representative is the only authorized “foreign representative” within the meaning of section 101(24) of the Bankruptcy Code in the Scenery Journey BVI Proceeding. The Scenery Journey Foreign Representative’s address is as follows:

FFP (BVI) Limited,
2nd. Floor Water’s Edge Building,
Wickham’s Cay II,
Road Town, Tortola
British Virgin Islands

D. All Parties to Litigation Pending in the United States in which the Debtor is a Party at the Time of Filing of the Petition

None.

E. Entities Against Whom Provisional Relief is Sought

None.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is, to the best of my knowledge, information and belief, complete, true, and correct.

Dated: August 17, 2023

/s/ Anna Silver

Ms. Anna Silver
Foreign Representative of
Scenery Journey Limited